

Twenty-First Supplemental Agreement

between

NETWORK RAIL INFRASTRUCTURE LIMITED

as Network Rail

and

TRANSPORT UK EAST MIDLANDS LIMITED

as Train Operator

relating to the Track Access Contract (Passenger
Services) dated 1st September 2020

CONTENTS

| | | |
|----|---|---|
| 1. | INTERPRETATION | 1 |
| 2. | EFFECTIVE DATE AND TERM | 1 |
| 3. | AMENDMENTS TO THE CONTRACT | 2 |
| 4. | EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT | 2 |
| 5. | THIRD PARTY RIGHTS | 2 |
| 6. | LAW | 2 |
| 7. | COUNTERPARTS | 2 |
| | Annex A | 4 |

THIS TWENTY-FIRST SUPPLEMENTAL AGREEMENT is dated
made

2024 and

BETWEEN:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED**, (“Network Rail”), a company registered in England under number 2904587 having its registered office at 1 Eversholt Street, London, NW1 2DN (“Network Rail”); and
- (2) **TRANSPORT UK EAST MIDLANDS LIMITED**, (the “Train Operator”), a company registered in England under number 09860485 having its registered office at 2nd floor St Andrew’s House, 18-20 St Andrew Street, London, EC4A 3AG.

WHEREAS:

- (A) Network Rail and Transport UK East Midlands Limited entered into a Track Access Contract (Passenger Services) dated 1st September 2020 in a form approved by the Office of Rail and Road pursuant to section 18(7) of the Act (this track access contract is hereafter referred to as the “**Contract**”).
- (B) The parties propose to enter into this Supplemental Agreement in order to amend Schedule 5 of the Contract.

IT IS HEREBY AGREED as follows:

1. **INTERPRETATION**

In this Supplemental Agreement, words and expressions defined in and rules of interpretation set out in the Contract shall have the same meaning and effect when used in this Supplemental Agreement except where the context requires otherwise.

2. **EFFECTIVE DATE AND TERM**

2.1 The amendments made to the Contract as set out in this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect on the Expiry Date or earlier termination of the Contract.

2.2 For the purposes of this Supplemental Agreement, “Effective Date” means the later of:

- (a) the date upon which the Office of Rail and Road issues its approval, pursuant to Section 22 of the Act, of the terms of this Supplemental Agreement; and
- (b) 02.00 on the Principal Change Date 2024.

3 **AMENDMENTS TO THE CONTRACT**

3.1 In Schedule 5 Table 2.1 of the Contract, the entry for Service Groups EM01, EM02 and EM03 shall be deleted and replaced with the entry set out in Annex A to this Supplemental Agreement.

3.2 Schedule 5 Table 2.2 Additional Passenger Train Slots shall be deleted and revert to "Not Used".

4. **EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT**

The Contract, as amended by this Supplemental Agreement, shall remain in full force and effect in accordance with its terms, and during the period in which the amendments made by this Supplemental Agreement are to have effect all references in the Contract to "the contract", "herein", "hereof", "hereunder" and other similar expressions shall, unless the context requires otherwise, be read and construed as a reference to the Contract as amended by this Supplemental Agreement.

5. **THIRD PARTY RIGHTS**

No person who is not a party to this Supplemental Agreement shall have any right under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of this Supplemental Agreement.

6. **LAW**

This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with English Law.

7. **COUNTERPARTS**

This Supplemental Agreement may be executed in two counterparts which, taken together, shall constitute one and the same document. Either party may enter into this Supplemental Agreement by signing either of such counterparts.

IN WITNESS whereof the duly authorised representatives of Network Rail and the Train Operator have executed this Supplemental Agreement on the date first above written.

SIGNED by.....

Print name.....

Duly authorised for and on behalf of
NETWORK RAIL INFRASTRUCTURE LIMITED

SIGNED by.....

Print name.....

Duly authorised for and on behalf of
TRANSPORT UK EAST MIDLANDS LIMITED

21st Supplemental

Annex A

Schedule 5 - Table 2.1

EM01, EM02, EM03

| 1 | | | | | | 2 | | |
|--|--------------|---------------------------|----------------------------|---|-------------|-----------------------|----------|--------|
| Service Group : EM01 East Midlands Local | | | | | | | | |
| Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Derby | Matlock | Direct | EM01 | 22323000 | 156 | 3 | 1 | 1 |
| Derby | Nottingham | Long Eaton | EM01 | 22275000 | 156 | 2 | 1 | 3 |
| Doncaster | Lincoln | Direct | EM01 | 22812000 | 156 | 0 | 1 | 0 |
| Doncaster | Peterborough | Lincoln, Sleaford | EM01 | 22812000 | 156 | 5 | 3 | 0 |
| Doncaster | Sleaford | Lincoln | EM01 | 22812000 | 156 | 0 | 1 | 0 |
| Leicester | Cleethorpes | Nottingham and Lincoln | EM01 changes to EM02 | 22321000 changes to 22277000 at Nottingham and changes to 22836000 at Lincoln | 156 | 2 | 1 | 0 |

| 1 | | | | | | 2 | | |
|--|--------------|------------------------------|----------------------|---|-------------|-----------------------|----------|--------|
| Service Group : EM01 East Midlands Local | | | | | | | | |
| Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Leicester | Grimsby Town | Nottingham and Lincoln | EM01 changes to EM02 | 22321000 changes to 22277000 at Nottingham and changes to 22836000 at Lincoln | 156 | 5 | 4 | 0 |
| Leicester | Lincoln | Nottingham and Newark Castle | EM01 | 22321000 changes to 22277000 at Nottingham | 156 | 8 | 10 | 0 |
| Leicester | Loughborough | Direct | EM01 | 22321000 | 156 | 1 | 1 | 0 |
| Leicester | Nottingham | Loughborough | EM01 | 22321000 | 156 | 1 | 2 | 0 |
| Lincoln | Leicester | Newark Castle and Nottingham | EM01 | 22277000 changes to 22321000 at Nottingham | 156 | 5 | 8 | 0 |

OFFICIAL

| 1 | | | | | | 2 | | |
|--|---------------------------------|---|----------------------|--|-------------|-----------------------|------------------|--------|
| Service Group : EM01 East Midlands Local | | | | | | | | |
| Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Lincoln | London St Pancras International | Newark Castle, Nottingham and Leicester | EM01 changes to EM05 | 22277000 changes to 22154000 at Nottingham | 222 | 2 | 0 | 0 |
| Lincoln | Newark North Gate | Direct | EM01 | 22277000 | 156 | 12 | 12 10 | 10 |
| Lincoln | Nottingham | Newark Castle | EM01 | 22277000 | 156 | 3 | 1 | 12 |
| Lincoln | Nottingham | Newark North Gate and Newark Castle | EM01 | 22277000 | 156 | 1 | 1 | 0 |
| Lincoln | Peterborough | Sleaford | EM01 | 22812000 | 156 | 9 | 7 | 0 |
| Loughborough | Leicester | Barrow on Soar | EM01 | 22321000 | 156 | 1 | 1 | 0 |
| Mansfield Woodhouse | Nottingham | Hucknall | EM01 | 12325021 | 170 | 12 | 9 | 8 |
| Matlock | Derby | Direct | EM01 | 22323000 | 156 | 0 | 1 | 0 |
| Matlock | Nottingham | Derby | EM01 | 22323000 changes to 22275000 at Derby | 156 | 18 | 17 | 12 |

| 1 | | | | | | 2 | | |
|--|--------------|--------------------------|----------------------|--|-------------|-----------------------|----------|--------|
| Service Group : EM01 East Midlands Local | | | | | | | | |
| Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Newark Castle | Crewe | Nottingham and Derby | EM01 changes to EM02 | 22277000 changes to 22275000 at Nottingham changes to 223230000 at Derby | 156 | 13 | 12 | 0 |
| Newark Castle | Nottingham | Direct | EM01 | 22277000 | 156 | 1 | 1 | 0 |
| Newark Gate North | Cleethorpes | Lincoln and Market Rasen | EM01 changes to EM02 | 22277000 changes to 22836000 at Lincoln | 156 | 0 | 1 | 0 |
| Newark Gate North | Lincoln | Direct | EM01 | 22277000 | 156 | 14 | 10 | 10 |
| Newark Gate North | Peterborough | Lincoln | EM01 | 22277000 changes to 22812000 at Lincoln | 156 | 1 | 1 | 0 |

| 1 | | | | | | 2 | | |
|--|---------------------|---|----------------------|---|-------------|-----------------------|----------|--------|
| Service Group : EM01 East Midlands Local | | | | | | | | |
| Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Nottingham | Cleethorpes | Newark Castle, Lincoln and Market Rasen | EM01 changes to EM02 | 22277000 changes to 22836000 at Lincoln | 156 | 0 | 0 | 3 |
| Nottingham | Crewe | Derby | EM01 changes to EM02 | 22275000 changes to 22320000 at Derby | 156 | 3 | 3 | 0 |
| Nottingham | Derby | Long Eaton | EM01 | 22275000 | 156 | 4 | 2 | 1 |
| Nottingham | Grimsby Town | Lincoln | EM01 changes to EM02 | 22277000 changes to 22836000 at Lincoln | 156 | 2 | 0 | 0 |
| Nottingham | Leicester | Loughborough | EM01 | 22321000 | 156 | 5 | 3 | 0 |
| Nottingham | Lincoln | Newark Castle | EM01 | 22277000 | 156 | 1 | 2 | 10 |
| Nottingham | Mansfield Woodhouse | Hucknall | EM01 | 12325021 | 170 | 11 | 10 | 9 |
| Nottingham | Matlock | Derby | EM01 | 22275000 changes to 22323000 at Derby | 156 | 15 | 17 | 11 |
| Nottingham | Newark Castle | Direct | EM01 | 22277000 | 156 | 2 | 1 | 0 |

| 1 | | | | | | 2 | | |
|--|----------------------|---|-------------|--|-------------|-----------------------|----------|--------|
| Service Group : EM01 East Midlands Local | | | | | | | | |
| Service description 22323000 : Derby - Matlock 22275000 : Derby - Nottingham 22277000 : Nottingham - Newark - Lincoln 22321000 : Nottingham - Leicester 12325021 : Nottingham - Mansfield Woodhouse - Worksop 22812000 : Doncaster - Lincoln - Spalding / Peterborough | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Nottingham | Sleaford | Lincoln | EM01 | 22277000 changes to 22812000 at Lincoln | 156 | 1 | 0 | 0 |
| Nottingham | Worksop | Hucknall and Mansfield Woodhouse | EM01 | 12325021 | 170 | 18 | 18 | 0 |
| Peterborough | Doncaster | Lincoln and Gainsborough Lea Road | EM01 | 22812000 | 156 | 5 | 5 | 0 |
| Peterborough | Lincoln | Sleaford | EM01 | 22812000 | 156 | 8 | 7 | 0 |
| Peterborough | Newark North Gate | Lincoln | EM01 | 22812000 changes to 22277000 at Lincoln | 156 | 2 | 0 | 0 |
| Sleaford | Lincoln | Direct | EM01 | 22812000 | 156 | 1 | 1 | 0 |
| Sleaford | Newark North Gate | Lincoln | EM01 | 22812000 changes to 22277000 at Lincoln | 156 | 0 | 0 | 0 |
| Worksop | Nottingham | Mansfield Woodhouse and Hucknall | EM01 | 12325021 | 170 | 19 | 18 | 0 |

| 1 | | | | | | 2 | | |
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| Service Group : EM02 East Midlands Regional | | | | | | | | |
| Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Lincoln - Grimsby / Cleethorpes 22833000 : Barton-on-Humber - Cleethorpes | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Barton-on-Humber | Cleethorpes | Direct | EM02 | 22833000 | 156 | 9 | 9 | 4 |
| Boston | Nottingham | Sleaford and Grantham | EM02 | 22832000 | 156 | 1 | 1 | 1 |
| Boston | Skegness | Direct | EM02 | 22832000 | 156 | 1 | 1 | 1 |
| Cleethorpes | Barton-on-Humber | Direct | EM02 | 22833000 | 156 | 9 | 9 | 4 |
| Cleethorpes | Leicester | Lincoln and Nottingham | EM02 changes to EM01 | 22836000 changes to 22277000 at Lincoln and changes to 22321000 at Nottingham | 156 | 0 | 2 | 0 |
| Cleethorpes | Lincoln | Market Rasen | EM02 | 22836000 | 156 | 1 | 1 | 1 |
| Cleethorpes | Newark North Gate | Market Rasen | EM02 | 22836000 | 170 | 1 | 0 | 0 |
| Cleethorpes | Nottingham | Market Rasen, Lincoln, Newark North Gate and Newark Castle | EM02 changes to EM01 | 22836000 changes to 22277000 at Lincoln | 156 | 1 | 0 | 2 |
| Crewe | Derby | Stoke on Trent | EM02 | 22320000 | 156 | 0 | 1 | 8 |

| 1 | | | | | | 2 | | |
|---|---------------|------------------------|----------------------|---|-------------|-----------------------|----------|--------|
| Service Group : EM02 East Midlands Regional | | | | | | | | |
| Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Lincoln - Grimsby / Cleethorpes 22833000 : Barton-on-Humber - Cleethorpes | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Crewe | Newark Castle | Derby and Nottingham | EM02 changes to EM01 | 22320000 changes to 22275000 at Derby and changes to 22277000 at Nottingham | 156 | 12 | 12 | 0 |
| Crewe | Nottingham | Derby | EM02 changes to EM01 | 22320000 changes to 22275000 at Derby | 156 | 4 | 3 | 0 |
| Derby | Crewe | Stoke on Trent | EM02 | 22320000 | 156 | 0 | 1 | 7 |
| Grantham | Nottingham | Direct | EM02 | 22832000 | 156 | 2 | 2 | 4 |
| Grimsby Town | Leicester | Lincoln and Nottingham | EM02 changes to EM01 | 22836000 changes to 22277000 at Lincoln and changes to 22321000 at Nottingham | 156 | 7 | 5 | 0 |
| Grimsby Town | Lincoln | Direct | EM02 | 22836000 | 156 | 0 | 0 | 0 |
| Lincoln | Cleethorpes | Grimsby Town | EM02 | 22836000 | 156 | 1 | 1 | 0 |
| Lincoln | Grimsby Town | Market Rasen | EM02 | 22836000 | 156 | 0 | 1 | 0 |

| 1 | | | | | | 2 | | |
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| Service Group : EM02 East Midlands Regional | | | | | | | | |
| Service description 22320000 : Crewe - Stoke - Derby 22832000 : Nottingham - Grantham - Skegness 22836000 : Lincoln - Grimsby / Cleethorpes 22833000 : Barton-on-Humber - Cleethorpes | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Nottingham | Boston | Grantham and Sleaford | EM02 | 22832000 | 156 | 2 | 2 | 1 |
| Nottingham | Grantham | Direct | EM02 | 22832000 | 156 | 1 | 1 | 3 |
| Nottingham | Peterborough | Grantham | EM02 changes to EM03 | 22832000 changes to 22269000 at Grantham | 156 | 0 | 1 | 0 |
| Nottingham | Skegness | Allington Chord and Sleaford | EM02 | 22832000 | 156 | 1 | 1 | 0 |
| Nottingham | Skegness | Grantham and Sleaford | EM02 | 22832000 | 156 | 13 | 13 | 10 |
| Nottingham | Sleaford | Grantham | EM02 | 22832000 | 156 | 0 | 1 | 0 |
| Sleaford | Nottingham | Grantham | EM02 | 22832000 | 156 | 0 | 1 | 0 |
| Skegness | Boston | Direct | EM02 | 22832000 | 156 | 0 | 0 | 1 |
| Skegness | Nottingham | Sleaford and Allington Chord | EM02 | 22832000 | 156 | 1 | 0 | 0 |
| Skegness | Nottingham | Sleaford and Grantham | EM02 | 22832000 | 156 | 14 | 15 | 10 |

| 1 | | | | | | 2 | | |
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| Service Group : EM03 Liverpool – Norwich | | | | | | | | |
| Service description 22269000 : Liverpool - Manchester - Sheffield - Nottingham - Peterborough – Norwich | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Liverpool Lime Street | Norwich | Warrington Central, Manchester Piccadilly, Sheffield, Dronfield, Erewash Valley, Nottingham, Grantham, Peterborough and Ely | EM03 | 22269000 | 158 | 11 | 11 | 5 |
| Manchester Piccadilly | Nottingham | Warrington Central, Manchester Piccadilly, Sheffield, Beighton Junction, Erewash Valley and Toton | EM03 | 22269000 | 158 | 1 | 1 | 1 |
| Liverpool Lime Street | Nottingham | Warrington Central, Manchester Piccadilly, Sheffield, Dronfield and Erewash Valley | EM03 | 22269000 | 158 | 4 | 5 | 5 |
| Manchester Piccadilly | Norwich | Sheffield, Dronfield, Erewash Valley, Nottingham, Loughborough, Oakham, Peterborough and Ely | EM03 | 22269000 | 158 | 0 | 0 | 1 |
| Norwich | Liverpool Lime Street | Ely, Peterborough, Grantham, Nottingham, Erewash Valley, Dronfield, Sheffield, Manchester Piccadilly and Warrington Central | EM03 | 22269000 | 158 | 11 | 11 | 4 |
| Norwich | Manchester Piccadilly | Ely, Peterborough, Grantham, Nottingham, Erewash Valley Dronfield and Sheffield | EM03 | 22269000 | 158 | 1 | 1 | 2 |
| Norwich | Nottingham | Ely, Peterborough and Grantham | EM03 | 22269000 | 158 | 1 | 1 | 3 |
| Norwich | Sheffield | Ely, Peterborough, Grantham, Nottingham, Erewash Valley and Dronfield | EM03 | 22269000 | 158 | 2 0 | 2 4 | 0 |
| Nottingham | Liverpool Lime Street | Erewash Valley, Beighton Junction, Sheffield, Manchester Piccadilly and Warrington Central | EM03 | 22269000 | 158 | 1 | 1 | 0 |

| 1 | | | | | | 2 | | |
|--|-----------------------|--|----------------------|---|-------------|-----------------------|----------|--------------|
| Service Group : EM03 Liverpool – Norwich | | | | | | | | |
| Service description 22269000 : Liverpool - Manchester - Sheffield - Nottingham - Peterborough – Norwich | | | | | | Passenger Train Slots | | |
| From | To | Via | Description | TSC | Timing Load | Weekday | Saturday | Sunday |
| Nottingham | Liverpool Lime Street | Erewash Valley, Dronfield, Sheffield, Manchester Piccadilly and Warrington Central | EM03 | 22269000 | 158 | 2 | 2 | 4 |
| Nottingham | Norwich | Grantham, Peterborough and Ely | EM03 | 22269000 | 158 | 1 | 0 | 1 |
| Nottingham | Norwich | Loughborough, Oakham, Peterborough and Ely | EM03 | 22269000 | 158 | 2 | 3 | 0 |
| Nottingham | Peterborough | Grantham | EM03 | 22269000 | 158 | 1 | 0 | 0 |
| Peterborough | Liverpool Lime Street | Grantham, Nottingham, Erewash Valley, Dronfield, Sheffield, Manchester Piccadilly and Warrington Central | EM03 | 22269000 | 158 | 0 | 0 | 1 |
| Peterborough | Nottingham | Oakham & Leicester | EM03 changes to EM01 | 22269000 changes to 22321000 at Leicester | 158 | 1 | 0 | 0 |
| Sheffield | Norwich | Dronfield, Erewash Valley, Nottingham, Grantham, Peterborough and Ely | EM03 | 22269000 | 158 | 1 | 1 | 3 |
| Sheffield | Nottingham | Dronfield, Erewash Valley | EM03 | 22269000 | 158 | 1 | 1 | 0 |